

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

MAURICE T. MOORE
WILLIAM B. MARSHALL
RALPH L. McAFEE
ROYALL VICTOR
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG

JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN

212 HANOVER 2-3000

TELEX
RCA 233663
WUD 125547
WUI 620976

RECORDATION NO. 11030-2 Filed 1425

MAR 27 1980 - 9 10 AM

INTERSTATE COMMERCE COMMISSION

No. 0-087A020

Date MAR 27 1980

Fee \$ 10.00

ICC Washington, D. C.

COUNSEL
CARLYLE E. MAW
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER

ROSWELL L. GILPATRIC
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4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROGMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-606-1421
TELEX: 8814901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

March 26, 1980

This one is 11030-D

Amendment Agreement Dated as of March 1, 1980
Amending Lease of Railroad Equipment
Filed under Recordation No. 11030-B

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Detroit Edison Company eight counterparts of the following document:

Amendment Agreement dated as of March 1, 1980, among The Detroit Edison Company, The Connecticut Bank and Trust Company, First Security Bank of Utah, N.A. and General Electric Credit Corporation.

The Amendment Agreement amends a Lease of Railroad Equipment, dated as of November 1, 1979, previously filed and recorded with the Interstate Commerce Commission on November 7, 1979, Recordation Number 11030-B.

The Amendment Agreement changes the dates "January 15, 1988" and "July 15, 1988" in Appendix B to the Lease of Railroad Equipment to "January 15, 1989" and "July 15, 1989", respectively.

C. Deane

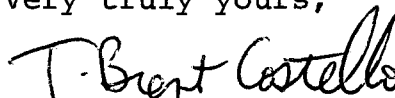
RECEIVED
MAR 27 9 03 AM '80
FEE OPERATION BR.
I.C.C.

Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 11030-D.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement.

Please stamp all eight counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the seven remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,



T. Brent Costello

As Agent for Detroit Edison Company

Agatha L. Mergenovich,
Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423.

Encls.

82A

Interstate Commerce Commission
Washington, D.C. 20423

T. Brent

3/27/80

OFFICE OF THE SECRETARY

**T. Brent Costello
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/27/80** at **9:10am**, and assigned re-recording number(s). **11030-D**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 11030-9 Filed 1425

MAR 27 1980 -9 10 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of

March 1, 1980, among the DETROIT EDISON COMPANY (the "Lessee"); THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely in its capacity as trustee (the "Trustee") under a Trust Agreement dated as of November 1, 1979 (the "Trust Agreement") with General Electric Credit Corporation (the "Owner"); FIRST SECURITY BANK OF UTAH, N.A. (the "Assignee"), not in its individual capacity but solely as agent under a Participation Agreement dated as of November 1, 1979, among the Lessee, the Assignee, the Owner, the Trustee, General American Life Insurance Company and Mutual Service Life Insurance Company; and the OWNER.

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of November 1, 1979 (the "Lease");

WHEREAS the Trustee and the Assignee have entered into an Assignment of Lease and Agreement dated as of November 1, 1979 (the "Lease Assignment") pursuant to which the Trustee has assigned to the Assignee certain of the Trustee's rights and interests under the Lease;

WHEREAS the Lease was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 7, 1979, and was assigned recordation number 11030-B;

WHEREAS the parties hereto desire to amend the Lease as hereinafter set forth; and

WHEREAS the execution hereof by the Owner shall constitute the written request of the Owner specified in Section 8.01(ii) of the Trust Agreement;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The dates "January 15, 1988" and "July 15, 1988" in Appendix B to the Lease are hereby changed to "January 15, 1989" and "July 15, 1989", respectively.

2. The Lessee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties

if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

[Corporate Seal]

Attest:

Irene C. Kata
IRENE C. KATA

[Corporate Seal]

Attest:

[Corporate Seal]

Attest:

[Corporate Seal]

Attest:

THE DETROIT EDISON COMPANY,

by

J. Kennedy
Treasurer

THE CONNECTICUT BANK AND
TRUST COMPANY, as Trustee

by

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity
but solely as Agent,

by

GENERAL ELECTRIC CREDIT
CORPORATION,

by

STATE OF MICHIGAN ,)
) ss.:
 COUNTY OF WAYNE ,)

On this 5th day of March , 1980 , before me personally appeared J. C. Kennedy , to me personally known, who being by me duly sworn, says that he is Treasurer of THE DETROIT EDISON COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

BETTY M. HANSEN
 Notary Public, Oakland County, Mich.
 My Commission Expires May 1, 1982
 (Acting in the County of Wayne)

Betty M. Hansen
 Notary Public

[Notarial Seal]

My Commission Expires

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , , before me personally appeared , to me personally known, who being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission Expires

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , , before me
 personally appeared , to me personally
 known, who being by me duly sworn, says that he is
 of FIRST SECURITY BANK OF UTAH, N.A., that one of the
 seals affixed to the foregoing instrument is the
 seal of said Association and that said instrument was signed
 and sealed on behalf of said Association by authority of its
 Board of Directors, and he acknowledged that the execution
 of the foregoing instrument was the free act and deed of said
 Association.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , , before me
 personally appeared , who being by
 me duly sworn, says that he is
 of GENERAL ELECTRIC CREDIT CORPORATION, that one of the
 seals affixed to the foregoing instrument was signed and
 sealed on behalf of said Corporation by authority of its
 Board of Directors and he acknowledged that the execution
 of the foregoing instrument was the free act and deed of said
 Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

AMENDMENT AGREEMENT dated as of March 1, 1980, among the DETROIT EDISON COMPANY (the "Lessee"); THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely in its capacity as trustee (the "Trustee") under a Trust Agreement dated as of November 1, 1979 (the "Trust Agreement") with General Electric Credit Corporation (the "Owner"); FIRST SECURITY BANK OF UTAH, N.A. (the "Assignee"), not in its individual capacity but solely as agent under a Participation Agreement dated as of November 1, 1979, among the Lessee, the Assignee, the Owner, the Trustee, General American Life Insurance Company and Mutual Service Life Insurance Company; and the OWNER.

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of November 1, 1979 (the "Lease");

WHEREAS the Trustee and the Assignee have entered into an Assignment of Lease and Agreement dated as of November 1, 1979 (the "Lease Assignment") pursuant to which the Trustee has assigned to the Assignee certain of the Trustee's rights and interests under the Lease;

WHEREAS the Lease was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 7, 1979, and was assigned recordation number 11030-B;

WHEREAS the parties hereto desire to amend the Lease as hereinafter set forth; and

WHEREAS the execution hereof by the Owner shall constitute the written request of the Owner specified in Section 8.01(ii) of the Trust Agreement;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The dates "January 15, 1988" and "July 15, 1988" in Appendix B to the Lease are hereby changed to "January 15, 1989" and "July 15, 1989", respectively.

2. The Lessee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties

if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

[Corporate Seal]

Attest:

THE DETROIT EDISON COMPANY,

by _____

[Corporate Seal]

Attest:

THE CONNECTICUT BANK AND
TRUST COMPANY, as Trustee

by  _____

[Corporate Seal]

Attest:

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity
but solely as Agent,

by _____

[Corporate Seal]

Attest:

GENERAL ELECTRIC CREDIT
CORPORATION,

by _____

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , before me personally appeared , to me personally known, who being by me duly sworn, says that he is of THE DETROIT EDISON COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission Expires

STATE OF *Connecticut*,)
) ss.:
 COUNTY OF *Hartford*,)

On this *29th* day of *February*, 1980, before me personally appeared **DONALD E. SMITH**, to me personally known, who being by me duly sworn, says that he is **ASSISTANT VICE PRESIDENT** of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Barbara S. Kacich
 Notary Public
BARBARA S. KACICH
 NOTARY PUBLIC
 MY COMMISSION EXPIRES MARCH 31, 1982

[Notarial Seal]

My Commission Expires

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , , before me
 personally appeared , to me personally
 known, who being by me duly sworn, says that he is
 of FIRST SECURITY BANK OF UTAH, N.A., that one of the
 seals affixed to the foregoing instrument is the
 seal of said Association and that said instrument was signed
 and sealed on behalf of said Association by authority of its
 Board of Directors, and he acknowledged that the execution
 of the foregoing instrument was the free act and deed of said
 Association.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , , before me
 personally appeared , who being by
 me duly sworn, says that he is
 of GENERAL ELECTRIC CREDIT CORPORATION, that one of the
 seals affixed to the foregoing instrument was signed and
 sealed on behalf of said Corporation by authority of its
 Board of Directors and he acknowledged that the execution
 of the foregoing instrument was the free act and deed of said
 Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

AMENDMENT AGREEMENT dated as of March 1, 1980, among the DETROIT EDISON COMPANY (the "Lessee"); THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely in its capacity as trustee (the "Trustee") under a Trust Agreement dated as of November 1, 1979 (the "Trust Agreement") with General Electric Credit Corporation (the "Owner"); FIRST SECURITY BANK OF UTAH, N.A. (the "Assignee"), not in its individual capacity but solely as agent under a Participation Agreement dated as of November 1, 1979, among the Lessee, the Assignee, the Owner, the Trustee, General American Life Insurance Company and Mutual Service Life Insurance Company; and the OWNER.

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of November 1, 1979 (the "Lease");

WHEREAS the Trustee and the Assignee have entered into an Assignment of Lease and Agreement dated as of November 1, 1979 (the "Lease Assignment") pursuant to which the Trustee has assigned to the Assignee certain of the Trustee's rights and interests under the Lease;

WHEREAS the Lease was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 7, 1979, and was assigned recordation number 11030-B;

WHEREAS the parties hereto desire to amend the Lease as hereinafter set forth; and

WHEREAS the execution hereof by the Owner shall constitute the written request of the Owner specified in Section 8.01(ii) of the Trust Agreement;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The dates "January 15, 1988" and "July 15, 1988" in Appendix B to the Lease are hereby changed to "January 15, 1989" and "July 15, 1989", respectively.

2. The Lessee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties

if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

[Corporate Seal]

Attest:

THE DETROIT EDISON COMPANY,

by _____

[Corporate Seal]

Attest:

THE CONNECTICUT BANK AND
TRUST COMPANY, as Trustee

by _____

[Corporate Seal]

Attest:



[Corporate Seal]

Attest:

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity
but solely as Agent,

by



GENERAL ELECTRIC CREDIT
CORPORATION,

by _____

STATE OF ,)
) ss.:
COUNTY OF ,)

On this day of , before me personally appeared , to me personally known, who being by me duly sworn, says that he is of THE DETROIT EDISON COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

[illegible]

On this day of , , before me personally appeared , to me personally known, who being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

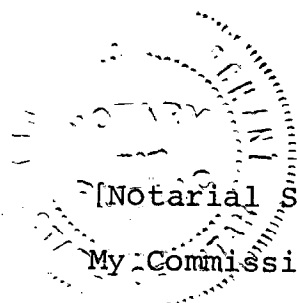
Notary Public

[Notarial Seal]

My Commission Expires

STATE OF Utah ,)
COUNTY OF Salt Lake) ss.:

On this 4th day of March, 1980, before me personally appeared FUCHIA B. EICHERS, to me personally known, who being by me duly sworn, says that he is TRUST ADMINISTRATOR of FIRST SECURITY BANK OF UTAH, N.A., that one of the seals affixed to the foregoing instrument is the seal of said Association and that said instrument was signed and sealed on behalf of said Association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Association.



Randy R. Maurant
Notary Public

[Notarial Seal]

My Commission Expires 2-8-82

STATE OF ,)
COUNTY OF ,) ss.:

On this _____ day of _____, before me personally appeared _____, who being by me duly sworn, says that he is _____ of GENERAL ELECTRIC CREDIT CORPORATION, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires _____

AMENDMENT AGREEMENT dated as of March 1, 1980, among the DETROIT EDISON COMPANY (the "Lessee"); THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely in its capacity as trustee (the "Trustee") under a Trust Agreement dated as of November 1, 1979 (the "Trust Agreement") with General Electric Credit Corporation (the "Owner"); FIRST SECURITY BANK OF UTAH, N.A. (the "Assignee"), not in its individual capacity but solely as agent under a Participation Agreement dated as of November 1, 1979, among the Lessee, the Assignee, the Owner, the Trustee, General American Life Insurance Company and Mutual Service Life Insurance Company; and the OWNER.

WHEREAS the Trustee and the Lessee have entered into a Lease of Railroad Equipment dated as of November 1, 1979 (the "Lease");

WHEREAS the Trustee and the Assignee have entered into an Assignment of Lease and Agreement dated as of November 1, 1979 (the "Lease Assignment") pursuant to which the Trustee has assigned to the Assignee certain of the Trustee's rights and interests under the Lease;

WHEREAS the Lease was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on November 7, 1979, and was assigned recordation number 11030-B;

WHEREAS the parties hereto desire to amend the Lease as hereinafter set forth; and

WHEREAS the execution hereof by the Owner shall constitute the written request of the Owner specified in Section 8.01(ii) of the Trust Agreement;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. The dates "January 15, 1988" and "July 15, 1988" in Appendix B to the Lease are hereby changed to "January 15, 1989" and "July 15, 1989", respectively.

2. The Lessee will promptly cause this Amendment Agreement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

3. Except as amended hereby, the Lease shall remain unaltered and in full force and effect.

4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties

if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

[Corporate Seal]
Attest: _____
THE DETROIT EDISON COMPANY,
by _____

[Corporate Seal]
Attest: _____
THE CONNECTICUT BANK AND
TRUST COMPANY, as Trustee
by _____

[Corporate Seal]
Attest: _____
FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity
but solely as Agent,
by _____

[Corporate Seal]
Attest: _____
GENERAL ELECTRIC CREDIT
CORPORATION,
by M. J. Kell
Martin J. Kell
Manager - Rail financing
ATTESTING SECRETARY

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , , before me personally appeared , to me personally known, who being by me duly sworn, says that he is of THE DETROIT EDISON COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , , before me personally appeared , to me personally known, who being by me duly sworn, says that he is of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF ,)
) ss.:
 COUNTY OF ,)

On this day of , , before me personally appeared , to me personally known, who being by me duly sworn, says that he is of FIRST SECURITY BANK OF UTAH, N.A., that one of the seals affixed to the foregoing instrument is the seal of said Association and that said instrument was signed and sealed on behalf of said Association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Association.

 Notary Public

[Notarial Seal]

My Commission Expires

STATE OF *CONNECTICUT*,)
) ss.: *Stamford*
 COUNTY OF *FAIRFIELD* ,)

On this *10th* day of *March* , *1980* , before me personally appeared *Martin J. Kelly* , who being by me duly sworn, says that he is *Manager - Rail Financing* of GENERAL ELECTRIC CREDIT CORPORATION, that one of the seals affixed to the foregoing instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Joan A. Sayer

 Notary Public

[Notarial Seal]

My Commission Expires

JOAN A. SAYER
 NOTARY PUBLIC
 MY COMMISSION EXPIRES MARCH 31, 1981